

EXHIBIT 2

(Fourth Addendum)



May 24, 2013

Ms. Tammy Hamzehpour
Chief Business Officer
Residential Capital, LLC
1100 Virginia Drive
Fort Washington, PA 19034

Re: Fourth Addendum to Letter of Engagement dated August 25, 2011, by and between FTI Consulting, Inc. and Residential Capital, LLC, as amended or supplemented pursuant to addenda dated July 18, 2012 (First Addendum), February 15, 2013 (Second Addendum) and March 6, 2013 (Third Addendum).

Dear Tammy:

1. **Introduction**

This Fourth Addendum (the “**Fourth Addendum**”) to the letter of engagement dated August 25, 2011, including the related Standard Terms and Conditions included therein (the “**Letter of Engagement**”), by and among FTI Consulting, Inc., together with its wholly owned subsidiaries, agents, independent contractors, and employees (collectively, “**FTI**”) and Residential Capital, LLC (together with the administratively consolidated debtors in the jointly administered chapter 11 case currently pending before the Bankruptcy Court for the Southern District of New York (the “**Court**”) under Case No. 12-12020 (mg), the “**Debtors**”), as amended by addenda dated July 18, 2012 (the “**First Addendum**”, and together with the Letter of Engagement, the “**LOE**”), February 15, 2013 (the “**Second Addendum**”), and March 6, 2013 (the “**Third Addendum**”), hereby modifies the First Addendum (but not the Second Addendum nor the Third Addendum) solely to address the addition of Litigation Support Services (as defined below) to the scope of services to be provided by FTI to the Debtors, and the terms of compensation with respect thereto.

This Fourth Addendum is entered into in connection with, and pursuant to, the *Debtors’ Application Under Bankruptcy Code Sections 327(a) and 328(a) For Entry of An Order Approving Fourth Addendum to Engagement Agreement with FTI Consulting, Inc., as Financial Advisor to the Debtors, Authorizing Provision of Litigation Support Services Nunc Pro Tunc to March 1, 2013* (the “**Application**”). Reference is made to the prior application by the Debtors dated June 27, 2012 [Doc. No. 526] (the “**Initial Application**”) for entry of an order authorizing the employment and retention of FTI Consulting, Inc., as financial advisor for the Debtors *nunc pro tunc* to May 14, 2012, pursuant to which, on July 25, 2012, the Court entered the *Order Authorizing the Employment and Retention of FTI Consulting, Inc. as Financial Advisor Nunc Pro Tunc to May 14, 2012* [Doc. No. 902] (the “**Retention Order**”), approving FTI’s retention. Unless otherwise specified, capitalized terms used in this Fourth Addendum shall have the meaning given to them in the LOE.

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2. Modifications to the LOE

This Fourth Addendum is meant to amend the terms of the LOE and, as set forth in the First Addendum as approved pursuant to the Retention Order, to expand the scope of FTI's engagement to include services in connection with pending or potential litigation and/or contested matters, such as, but not limited to, providing consulting services or expert testimony (collectively, "**Litigation Support Services**"), with respect to time incurred from and after March 1, 2013.

As detailed in the First Addendum, Litigation Support Services were specifically excluded from the calculation of the Monthly Caps and the related Rollover Provisions (as defined in the First Addendum) and shall not be subject to Monthly Caps and Rollover Provisions. The First Addendum provided, *inter alia*, that if FTI was required to provide Litigation Support Services, FTI reserved the right to seek additional compensation for such services on an hourly basis, subject to the submission of a separate application with respect to the retention of FTI for such services.

This Fourth Addendum addresses the Debtors' request for FTI to provide Litigation Support Services in connection with the complaint filed by the Debtors in *Residential Capital, LLC, et al. v. Allstate Ins. Co. et al.*, Adv. Pro. No. 13-01262 (Bankr. S.D.N.Y.) [Docket No. 1] (the "**Subordination Complaint**"), RMBS settlement litigation, avoidance actions, claims objections and adjustments, and any other litigation or contested matters, whether currently pending, anticipated, or hereafter arising.

Subject to, and in accordance with, the entry of an order by the Court approving this Fourth Addendum, notwithstanding anything in the First Addendum and the Retention Order to the contrary, FTI shall be authorized to provide Litigation Support Services to or for the benefit of the Debtors, as requested to be provided by the Debtors from time to time. FTI will be compensated for these Litigation Support Services based upon its customary hourly rates, subject to periodic adjustments, charged by the FTI professionals assigned to this case from time to time. Effective January 1, 2013, FTI's customary hourly rates are as follows:

United States

	<u>Per Hour (USD)</u>
Senior Managing Directors	790-895
Directors / Managing Directors	570-755
Consultants / Senior Consultants	290-540
Administrative / Paraprofessionals	120-250

Canada

	<u>Per Hour (USD/CAD)</u>
Senior Managing Directors	805-875
Directors / Managing Directors	525-710
Consultants / Senior Consultants	295-460
Administrative	115

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Mexico

	<u>Per Hour (USD)</u>
Senior Managing Directors	750
Directors	650

United Kingdom

	<u>Per Hour (GBP)</u>
Senior Managing Directors	695
Managing Directors	595
Director / Tax Director	535-615
Consultants / Senior Consultants	385-440
Administrative / Analyst	125-235

FTI's fees related to these Litigation Support Services will be in addition to, and shall not be subject to, the Monthly Caps and the related Rollover Provisions.

3. Other Terms and Conditions

This Fourth Addendum shall not be effective unless and until approved pursuant to an order of the Court. Except as specifically modified herein, or in the Second Addendum, or in the Third Addendum, all terms and conditions of the LOE, the Second Addendum, and the Third Addendum shall remain in full force and effect.

4. Acknowledgement and Acceptance

Please acknowledge your acceptance of the terms of this Fourth Addendum by signing below. If you have any questions regarding this letter, please do not hesitate to contact William Nolan at (704) 972-4101.

Very truly yours,

FTI CONSULTING, INC.

By: /s/ William J. Nolan
William J. Nolan
Senior Managing Director

Ms. Tammy Hamzehpour
May 24, 2013

ACKNOWLEDGED AND AGREED:

RESIDENTIAL CAPITAL, LLC

By: /s/ Tammy Hamzehpour
Name: Tammy Hamzehpour
Title: Chief Business Officer